

**FORM OF PROXY TO ATTEND THE SHAREHOLDERS' MEETING**

I, the undersigned, (last name or company name) .....,  
(first name) ....., born in ....., (prov.) .....,  
on ..... tax I.D. number.....  
address (residence) ....., tel. ....  
identification document (type) ..... No. ....,  
(attach copy) (if required)

in my capacity as  registered owner of the shares on **April 6, 2012** (*record date*)  legal representative  
 agent with power to sub-delegate  secured creditor  assignee  beneficial owner  custodian  
 manager  other (specify) .....

eligible to vote ..... Cementir Holding S.p.A. common shares registered in  
securities account No. .... at the following intermediary  
..... ABI ..... CAB .....

**APPOINT**

Mr./Miss. .... born in .....,  
(prov.) ....., on ..... tax I.D.  
number..... address (residence)  
.....,

**to represent him/her**

at the Ordinary Shareholders' Meeting to be held at the Company's registered office in Rome at Corso di Francia, 200, on 18 April 2012 at 12:00 p.m. at first calling, and, if necessary, on 7 May 2012 at the same place at 16:00 p.m. at second calling, to vote upon the following:

**AGENDA**

1. Presentation of the statutory financial statements at 31 December 2011, accompanied by the reports of the Board of Directors, the Board of Auditors and the independent auditors, with approval of the related and consequent resolutions; presentation of the Group's consolidated financial statements at 31 December 2011 and accompanying reports, with approval of the related and consequent resolutions;
2. Compensation policy for the members of the management and controlling bodies of the company, as well as of the managers with strategic responsibilities of the Company ex article 123-ter c. 6 of the Legislative Decree No. 58/1998; with approval of the related and consequent resolutions;
3. Appointment of the Board of Directors for the period 2012, 2013 and 2014, subject to determination of the number of Directors to be appointed and determination of the related remuneration, with approval of the related and consequent resolutions;
4. Appointment of the External Auditor for the period 2012-2020 and determination of the relevant remuneration, with approval of the related and consequent resolutions.

To this end, gives the above-named delegate all powers and discretions in relation to items on the agenda.

**It is the Proxy holder's liability to attest the identity of the delegating party and, in case, the compliance of the proxy form copy to the original, pursuant to art. 135-novies of Italian legislative Decree no. 58 of February 24, 1998.**

**Date:**

**Signature:**

### **PRIVACY INFORMATION**

The data contained in this proxy form shall be processed by Cementir Holding S.p.A. – the Data Holder – for the purpose of carrying out the fulfillments connected with the Shareholders' Meeting, in compliance with the applicable provisions of law on the protection of personal data.

The data might be communicated to the employees and consultants of Cementir Holding S.p.A., who are specifically authorised to process the data, in their capacities as Responsible or Entrusted Subjects, for the above mentioned purposes. The data might also be disclosed or communicated to third parties for the fulfillment of provisions of laws, regulations or EU laws, orders of Authorities or supervisory and control bodies; the proxy will not be admitted to attend the Shareholders' Meeting unless the data marked as compulsory have been provided.

The party has the right, in compliance with art.7 of Italian Legislative Decree 196/2003 to know –at any time- the data held by Cementir Holding S.p.A., their origin and the way they are processed; the party is also entitled to require to update, rectify, complete, delete or block the data, and to oppose their processing.

The Italian text prevails over the English version